

RECORDATION NO. 27998 -A  
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JUL 06 '09 -9 0 0 AM

**SURFACE TRANSPORTATION BOARD**

OF COUNSEL  
URBAN A LESTER

ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

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July 6, 2009

Anne K. Quinlan, Esquire  
Acting Secretary  
Surface Transportation Board  
395 E Street, S.W.  
Washington, D.C. 20423-0001

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Bill of Sale, dated as of June 30, 2009, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Assignment and Assumption Agreement being filed with the Board under Recordation Number 27998.

The name and address of the party to the enclosed document are:

Seller: GATX Corporation  
Four Embarcadero Center  
San Francisco, CA 94111

[Buyer: Midwest Railcar Corporation  
4949 Autumn Oaks Drive  
Maryville, IL 62062]

Anne K. Quinlan, Esquire  
July 6, 2009  
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A description of the railroad equipment covered by the enclosed document is:

24 covered hoppers railcars within the series GCCX 23116 - GCCX 174688 and GFSX 10775 - GFSX 101451 as more particularly set forth in the attachment to the document.

A short summary of the document to appear in the index is:

Bill of Sale.

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Alvord', with a long horizontal stroke extending to the right.

Robert W. Alvord

RWA/sem  
Enclosures

RECORDATION NO.

27998-A

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BILL OF SALE

SURFACE TRANSPORTATION BOARD

KNOW ALL MEN BY THESE PRESENTS, that GATX CORPORATION, a New York corporation ("*Seller*"), pursuant and subject to that certain Purchase Agreement, dated as of June 30, 2009 (hereinafter referred to as, the "*Purchase Agreement*"), by and between Seller and MIDWEST RAILCAR CORPORATION, an Illinois corporation ("*Purchaser*"), and in consideration of the transactions and mutual covenants set forth in the Purchase Agreement and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, for itself and its successors and assigns does hereby sell, transfer, convey and deliver all of Seller's right, title and interest in and to the railcars identified on Schedule 1 hereto (the "*Railcars*").

IT IS AGREED AND UNDERSTOOD BY AND BETWEEN PURCHASER AND SELLER THAT SELLER IS SELLING AND PURCHASER IS PURCHASING THE RAILCARS ON THE TERMS AND IN THE CONDITION REPRESENTED AND WARRANTED IN THE PURCHASE AGREEMENT.

This Bill of Sale shall be governed by and shall be construed and enforced in accordance with the internal laws of the State of New York without regard to conflict-of-laws principles including all matters of construction, validity and performance.

[signature page follows]

IN WITNESS WHEREOF, Seller has caused the undersigned duly authorized signatory to execute this Bill of Sale as of this 30<sup>th</sup> day of June, 2009.

GATX CORPORATION

By: *Linda Hexem*  
Name: Linda Hexem  
Title: Vice President and Managing  
Director, Structured Finance

STATE OF CALIFORNIA     )  
  )  
COUNTY OF SAN FRANCISCO    )

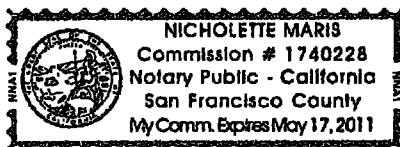
On June 30, 2009 before me, Nicholette Maris, Notary Public, personally appeared Linda Hexem, who proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument and acknowledged to me that she executed the same in her authorized capacity, and that by her signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

Witness my hand and official seal.

*Nicholette Maris*  
Notary Public  
My Commission expires: May 17, 2011

[Seal]



SCHEDULE 1  
TO  
BILL OF SALE

**RAILCARS:**

**DESCRIPTION OF CARS:**

4,750 cu.ft. unlined covered hopper cars, trough hatch loading with gravity gate unloading, 263,000 lbs. GRL

**QUANTITY:**

Twenty-four (24)

**REPORTING MARKS AND IDENTIFYING NUMBERS:**

1	GCCX023116
2	GCCX023131
3	GCCX023174
4	GCCX023183
5	GCCX023222
6	GCCX023231
7	GCCX173685
8	GCCX173847
9	GCCX173894
10	GCCX173970
11	GCCX173976
12	GCCX173978
13	GCCX173997
14	GCCX174021
15	GCCX174061
16	GCCX174087
17	GCCX174131
18	GCCX174538
19	GCCX174550
20	GCCX174688
21	GFSX010775
22	GFSX101176
23	GFSX101244
24	GFSX101451

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: \_\_\_\_\_

7/6/09



\_\_\_\_\_  
Robert W. Alvord